

NCREFP.COM

Prospectus

All materials contained herein are confidential and proprietary

This document is not a solicitation for capital, however it's purpose is to provide information for consideration of strategic alliance purposes.

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EXECUTIVE SUMMARY

Objective:

- To create and develop a financially stable company that generates the financial resources to provide a superior return to investors.
- Company priorities are: technological adaptability, financial strength, and a technically qualified employee base.

The Opportunity:

The author believes there is an existing opportunity to market a new and more efficient method of distribution for institutional bids on municipality debt and cash management services. This market opportunity, which is currently untapped, combined with new technologies form a fundamental shift in the way these services can be bid upon and acquired.

The primary function of the company will be to efficiently link market providers of cash management services and financiers, to municipalities. This will occur by use of a "bidding" website for ~~member banks~~ and municipalities. At this site, the municipalities will be able to request bids for both cash management and "small issuer" ~~1601-20~~ financing at no cost. In turn, requested member banks will be sent an email notifying them that a Request for Proposal (RFP) has been made. These banks will use the site to obtain all the necessary information regarding the RFP, make a credit and pricing decision, and respond with competitive bids via email.

Currently, municipalities send out letters to local Banks for bids. The local branch manager then gets a commercial lender or treasury management officer involved who underwrites the request. The credit department of each institution then reviews the request and makes a decision to approve or not. Pricing decisions are made and proposal materials are produced for the request. Then the bid is submitted to the municipality, and their acceptance process commences. In total, this is typically a 15 to 30 day process. In addition, because it involves multiple levels of the financial organization and is not a common request, municipal bids are typically more expensive to underwrite for banks. At the same time pricing is usually very competitive, thus squeezing margins and effectively reducing bank appetites for them.

Effectively, the proposed process will allow member banks to participate in these opportunities with no marketing costs, gain efficiency and expertise through centralized municipality financing efforts, and reduce the underwriting costs associated with municipality bids. All this will effectively increase margins and thus allow for even lower bid rates. Municipalities meanwhile will gain the efficiencies of annual informational reporting to only one source, a lower cost through competition, and reduced costs via a more efficient automated bid process.

By combining information-age technology to facilitate accurate analysis, provide current information with minimum cost, and satisfy needs in a convenient, efficient and routine way, this opportunity will allow municipalities and banks to further capitalize on the e-commerce revolution. In conclusion, this opportunity appears to have sound characteristics, solid potential for growth, and an attractive niche market.

LAUNCH TIMETABLE

The Company has outlined the following timetable of events and tasks to accomplish prior to launching the main product in .

NCRFP.Com Launch Timetable

11	12	1	1	2	3	4	5	6	7	
X										Generate List of individuals for Survey
X	X	X	X	X						Obtain Web Domain name and establish Web Site. <i>- From Corporation</i>
X	X		X	X						Perform consumer market survey and analyze results.
X	X		X	X						Finalize Cost estimates and equipment requirements.
X	X	X	X	X						Finalize Operational Procedures and Daily Functions.
	X	X		X						Develop Pitch Book for Bank Presentations
		X			X					Market and Finalize Deal with Banks
		X				X				Secure equipment and setup links with advertisers. <i>Get 266 Publishers</i>
		X				X				Develop and Produce Retail Marketing Materials. <i>- 4th 5th office</i>
							X			Launch NCRFP.Com! <i>+ begin collection - no registration</i>

9 - Present @ National Town square Association meeting
BUSINESS PLAN

Product Concept

The operation will focus on two services. Facilitating the electronic bid process for "small issuer" credit requests and cash management services to municipal entities of North Carolina.

Facilitating "small issuer" credit requests will include providing all the detailed information regarding the credit need, such as term, repayment schedule, purpose, structure, essentiality. In addition, three years financial statements will be provided to underwriting banks along with a basic considerations worksheet. Lastly, specifics about demographics, entity growth, future financing needs, and cash flow characteristics associated with the debt will be available.

Facilitating Cash management proposals will involve providing detailed information about current activities, level of use, structure of operations, and problems the municipal entity may want solved. Like the credit requests, some treasury management products require credit exposure, therefore basic considerations and financial reporting will be provided for cash management bids as well.

The fundamental advantage that using this service will create is efficiency via a central place to obtain all necessary information regarding these non-standard opportunities. Currently, bidding is a very inefficient process. This will allow member banks to centralize their underwriting processes for both municipal debt and cash management services. In turn it will also create a more knowledgeable underwriting group and lower costs. Lastly, the concept will heighten competition through the sharing of market information, which will be provided after each bid, thus leading to heightened awareness of competition and lower rates for the municipalities.

"Small Issuer" 160A20 Financing Bid Example

The following is the author's view of operational activity, as it would occur under the proposed service. Operations are subject to change and will be dependent upon market success and product innovation.

<u>Municipality</u>	<u>Member Bank</u>
1. Municipal entity opens web site and logs on using their member password and PIN.	1. A specified member-bank officer receives email from NCRFP.com informing them of the RFP.
2. The entities personell then "pastes" the RFP document to the RFP Letter Clipboard.	2. The officer then pulls up the site via a link in the email and logs on using the banks member password and PIN.
3. The bid personell then rank orders the importance of requested terms. Ie. rate, structure, amortization, collateral, fees, etc.	3. The banks deal is listed (ranked by size) and the officer prioritizes by the banks structure appetite and deal size.
4. They select banks that are to be sent the RFP.	4. The officer performs additional underwriting and sends his reccomendation to the credit dept for approval.
5. A bid "dead-line" is selected.	5. Credit uses a link to the website to perform due diligence, access financials with notes, and
6. If required, a form that is to be used for each bid is pasted to the Response Form Clipboard.	
7. The "Send Bid" button is selected to complete the process.	

Treasury Management Bid Example

<u>Municipality</u>	<u>Member Bank</u>
1. Municipal entity opens web site and logs on using their member password and PIN.	1. A specified member-bank officer receives email from NCRFP.com informing them of the RFP.
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North Carolina Municipal Finance Industry

Industry Potential

Bargaining Power of Suppliers and Buyers

Rivalry and Competition

Threat of substitute Products

Barriers to Entry

Industry Conclusions

TARGET MARKET

Municipal Customer Profile

Bank Customer Profile

Market Profile

North Carolina will be the first market for development. Priority markets will contain the following characteristics. Professional industries with low unemployment, significant market growth in retail and industrial sectors, low cost of living, and high volume of technology sales. Finally, an established population and local technological expertise are requirements for market penetration. Charlotte satisfies these criteria and is top ranked on the following chart.

Leading US Media Markets and Rank

Rank	Media Market	HH's (000)	EBI (\$000)	BPI	EBI % Growth	Retail Sales	Computer Sales
1	Charlotte, North Carolina	811.9	30,227,742	0.7858	30%	31%	70,548
2	Nashville, Tennessee	778.2	30,610,901	0.7778	37%	36%	52,195
3	Raleigh, North Carolina	808.0	31,023,719	0.7978	37%	38%	71,466
4	Albuquerque-Santa Fe	570.0	19,693,882	0.5479	33%	33%	60,362
5	Atlanta Georgia	1,607.5	67,049,614	1.7019	32%	32%	231,178
6	Portland, Oregon	959.9	36,693,512	0.9551	31%	32%	135,142
7	Denver, Colorado	1,176.6	48,368,335	1.2139	33%	31%	372,961
8	Salt Lake City, Utah	671.7	26,132,888	0.7069	39%	34%	121,845

9	Phoenix, Arizona	1,198.6	43,537,852	1.1789	20%	30%	593,976
10	Houston	1,603.5	73,374,711	1.7853	29%	30%	351,572
11	Seattle-Tacoma, Washington	1,514.0	70,641,433	1.6631	30%	30%	328,594
12	Columbus, Ohio	734.4	29,473,178	0.7772	29%	29%	166,706
13	Louisville, Kentucky	551.0	20,535,607	0.5278	30%	29%	56,289
14	San Antonio	651.2	23,542,007	0.6356	29%	29%	67,618
15	West Palm Beach-Ft. Pierce	584.0	27,904,338	0.6513	28%	29%	63,730
16	Memphis, Tennessee	615.6	22,303,890	0.5863	28%	29%	54,289
17	Indianapolis	941.1	38,741,579	0.9672	29%	28%	145,011
18	Grand Rapids, Michigan	647.4	25,248,333	0.6346	26%	27%	53,652
19	New Orleans	624.1	22,014,669	0.6031	26%	27%	48,917
20	Cincinnati, Ohio	803.3	32,825,165	0.8247	26%	27%	72,521
21	Greenville, South Carolina	702.1	23,284,278	0.5497	23%	26%	42,439
22	Dallas-Ft. Worth	1,849.6	83,466,154	2.0450	26%	26%	600,379
23	Milwaukee, Wisconsin	790.3	32,708,004	0.8243	25%	26%	185,518
24	Birmingham, Alabama	532.0	19,412,422	0.5045	26%	26%	33,909
25	Minneapolis-St. Paul	1,426.8	59,130,095	1.5092	26%	26%	405,585
26	Greensboro, North Carolina	560.5	20,000,803	0.5310	24%	25%	50,411
27	Kansas City, Missouri	788.5	31,641,982	0.8101	23%	25%	145,607
28	Oklahoma, City	592.5	20,331,308	0.5351	24%	24%	72,971
29	Pittsburgh	1,161.7	45,586,622	1.1128	22%	23%	124,989
30	Chicago	3,133.5	151,804,899	3.5976	21%	22%	745,175

Source: 1998 Survey of Buying Power, EBI=Economic Buying Index, BPI=Buying Power Index, HH's=Households
Market areas ranked by Retail Sales Growth to 2000, Computer Sales, and Buying Power Index.

SUPPORTIVE ECONOMIC TRENDS

MARKETING FEATURES (COMPETITIVE ADVANTAGES)

FACILITIES AND EQUIPMENT

Facilities

Equipment

Hardware:

Software:

EMPLOYEES AND COMPANY PHILOSOPHY

LEGISLATIVE CHANGES AND OUTLOOK

STRATEGIC ALLIANCE PROPOSAL